

# State of Delaware - Division of Corporations

## CERTIFICATION SHEET - Fax# 302-739-3812



Priority 1  
(One Hr)



Priority 2  
(Two Hr)



Priority 3  
(Same Day)



Priority 4  
(24 Hour)



Priority 7  
(Reg. Work)

### SUBMITTER'S INFORMATION

Company/Firm or Individual's Name Lance Nixon, Enforcement Officer  
Environmental Protection Agency, Region 6  
Return Address 1445 Ross Avenue, 6SF-TE  
Dallas, Texas 75202  
City - State - Zip  
Attention:  
Phone# 214-665-2203 Fax#  
E-mail address nixon.lance@epa.gov  
Account Number

### DO NOT WRITE IN THIS SPACE

### CERTIFICATION REQUEST INFORMATION

Name of Company/Entity Interocean Oil Company  
File Number 0096615

### Type of Certificate Requested

- ☐ Certified Copy of All Charter Documents  
☐ Certified Copy of Charter Documents, Restated Forward  
☐ Certified Copy Filed on  
☐ Short Form Good Standing (check if additional language req.)  
☐ Tax reports filed  
☐ Taxes paid to date  
☐ No taxes assessed  
☐ Long Form Good Standing (check if additional language req.)  
☐ Tax reports filed  
☐ Taxes paid to date  
☐ No taxes assessed  
☐ Certificate in RE: (Type of Cert.)  
☐ Apostille - Country  
☐ Other  
Check # Total \$ Enclosed

### METHOD OF RETURN

- ☐ Messenger/Pick up  
☐ Express Mail Select Express Service  
Acct#  
☒ Regular Mail  
☐ Other  
Fax or E-mail is not available

### COMMENTS/FILING INSTRUCTIONS

All documents on file  
Incorporation, amendments  
mergers etc...  
not exceed 3200  
plain copies

### CREDIT CARD INFORMATION Type of Card

(Visa, MasterCard, American Express or Discover Card Only)

CC# (b) (6) - (b) (6) - (b) (6) - (b) (6)  
Expiration Date - (b) / (b)  
Security Code (b) (6) visa

### INSTRUCTIONS

1. Visit [corp.delaware.gov/cvrmemo.shtml](http://corp.delaware.gov/cvrmemo.shtml) for complete instructions on how to properly complete this memo.
2. Fully shade in the required Priority Square using a dark pencil or marker, staying within the square.

Call with fees before charging

464



9420571



## State of Delaware

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 898  
DOVER, DELAWARE 19903

130990685

9983914

09-11-2013

ENVIRONMENTAL PROTECTION AGENCY, REGION 6  
1445 ROSS AVENUE, 6SF-TE  
DALLAS TX 75202

ATTN: LANCE NIXON

DESCRIPTION				AMOUNT
INTEROCEAN OIL COMPANY				
0096615	4100H Plain Copy History			
	0102	Incorp Delaware Non	02-02-1920	6 20.00
	0240	Amendment; Domestic	11-08-1920	5 10.00
	0240	Amendment; Domestic	07-05-1922	9 18.00
	0240	Amendment; Domestic	11-10-1922	7 14.00
		Plain Copy Fee		62.00
		FILING TOTAL		62.00
		TOTAL PAYMENTS		62.00
		SERVICE REQUEST BALANCE		.00

RECEIVED

13 SEP 17 PM 1:45

SUPERFUND DIV.  
DIRECTOR'S OFC.

CERTIFICATE OF INCORPORATION

OF

INTEROCEAN OIL COMPANY.

--oo00oo--

FIRST. The name of this corporation is  
INTEROCEAN OIL COMPANY.

SECOND. Its principal office in the State of Delaware is located at No. 7 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the Corporation Trust Company of America, No. 7 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

(a) To establish and maintain an oil company, with authority to contract for the lease and purchase of the right to prospect for, develop and use, coal and other minerals and petroleum; also the right to erect buildings and own all necessary tanks, cars and pipes necessary for the operation of the business of the same; also with power to store and transport oil and gas, brine and other mineral solutions and to make reasonable charges therefor; to buy, sell and furnish oil and gas for light, heat and other purposes. To lay down, construct, maintain and operate pipe lines, tubes, tanks, pump stations, connections, fixtures, storage houses and such machinery, apparatus, devices and arrangements as may be necessary to operate such pipes and pipe lines. To own, hold, use and occupy such lands, rights of way, easements, franchises, buildings and structures as may be necessary to the purposes of such corporation.

(b) To buy, sell, and generally deal in oil, gas and mineral leases; to bore, dig, mine, maintain, equip and operate wells, mines and shafts for oil, gas, and minerals, of whatsoever nature or character; to construct, maintain and operate pipe lines and other modes of conveyance for such gas, oil, or minerals; to refine, reduce, buy, and sell oil, gas, and minerals, and to construct, maintain and operate plants for the treating and refining of oils, gas, and minerals.

(c) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

(d) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the

good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(e) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, and formulas, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

(f) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(g) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(i) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(j) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(k) The foregoing clauses shall be construed both as objects and powers; and it is

hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH. The total authorized capital stock of this corporation is One Hundred Thousand Dollars (\$100,000.00) divided into one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) each.

FIFTH. The amount of capital stock with which this corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

NAME.	RESIDENCE.	NO. OF SHARES
T. E. Grotzau	Wilmington, Delaware	998
M. A. Bruce	Wilmington, Delaware	1
S. E. Dill	Wilmington, Delaware	1

SEVENTH. This corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation:

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation, (other than the stock ledger), or any of them, shall be open

to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors:

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the

board of directors.

TENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 2nd day of February A. D. 1920

In presence of

*Richard Latta*

*W. E. Custer*

*W. A. Bruce*

*W. E. Dill*

State of Delaware }  
County of New Castle } ss.

BE IT REMEMBERED that on this 2nd  
day of February A. D. 1930, personally came before me  
Herbert E. Latter, a Notary Public for the  
State of Delaware T. L. Croteau, M. A. Bruce and  
S. E. Dill- - - - - all the  
parties to the foregoing certificate of incorporation, known  
to me personally to be such, and severally acknowledged the  
said certificate to be the act and deed of the signers respec-  
tively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and  
year aforesaid.

*Herbert E. Latter*  
Notary Public



CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
INTEROCEAN OIL COMPANY

---ooOoo---

INTEROCEAN OIL COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on *Feb. 2*, 1920, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on *Feb. 2<sup>nd</sup>*, 1920, in Certificate of Incorporation Record *R*, Volume *11*, pages *146*, etc., DOES HEREBY CERTIFY:

FIRST: That at a meeting of the board of directors of said INTEROCEAN OIL COMPANY, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation for the purpose of increasing the capital stock of said corporation, as follows:

That the certificate of incorporation of said INTEROCEAN OIL COMPANY be amended by striking out all of the paragraph or article thereof numbered "FOURTH" and by inserting in lieu thereof the following:

"FOURTH. The total authorized capital stock of this corporation is Two Million Five Hundred Thousand Dollars (\$2,500,000) divided into two million five hundred thousand (2,500,000) shares of the par value of one dollar (\$1.00) each."

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said INTEROCEAN OIL COMPANY was duly called and held, in accordance with law and the by-laws of said corporation, at the office of the Company in the City of Wichita Falls, Texas, on the ~~1st~~ day of ~~September~~, 1920, at ~~Two~~ o'clock in the ~~after~~-noon, at which all of the stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot, in person or by proxy, was taken for and against said proposed amendment, which vote was conducted by Messrs. Ed. D. Davenport and J. N. Davenport, two Judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendment was adopted, the persons or bodies corporate holding the majority of capital stock of said corporation voting for said proposed amendment, to-wit: One Hundred Thousand (100,000) shares of capital stock were voted for said proposed amendment and no shares of capital stock were voted against the same, the said One Hundred Thousand (100,000) shares of capital stock being all of the capital stock issued and outstanding, all as appears by the duplicate certificates made by said Judges, one of which is hereto attached, marked "A", and made a part hereof.

IN WITNESS WHEREOF, said INTEROCEAN OIL COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by Ed. D. Davenport, its president, and J. N. Davenport, its secretary, this ~~1st~~ day of ~~September~~, 1920.

INTEROCEAN OIL COMPANY,

By *Ed. D. Davenport* President.  
By *J. N. Davenport* Secretary.

STATE OF *Texas* }  
COUNTY OF *Whitham* } ss.

BE IT REMEMBERED that on this 1st day of *October* A. D. 1920, personally came before me, *Kipie Harrison*, a notary public in and for the County and State aforesaid, Ed. D. Davenport, president of INTEROCEAN OIL COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Ed. D. Davenport, as such president, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said president and of the secretary of said corporation to said foregoing certificate are in the handwriting of the said president and secretary of said Company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the board of directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

*Kipie Harrison*  
Notary Public.

My Commission Expires

*June 1, 1921*

"A"

INTEROCEAN OIL COMPANY  
JUDGES' CERTIFICATE

---

To J. N. Davenport,

Secretary of INTEROCEAN OIL COMPANY.

WE, THE UNDERSIGNED, Ed. D. Davenport and J. N. Davenport, DO HEREBY CERTIFY that at a special meeting of the stockholders of said INTEROCEAN OIL COMPANY held on the *1st* day of ~~September~~, A. D. 1920, at 2 o'clock in the afternoon, to consider the resolution duly adopted by the board of directors of said Company at a meeting of said board duly held and convened, proposing and declaring advisable an amendment to the certificate of incorporation of said Company for the purpose of increasing the capital stock of said corporation, as hereinafter set forth, we were appointed by said meeting of stockholders Judges for the purpose of conducting the vote of the stockholders taken at said meeting for and against the said amendment; that said proposed amendment was as follows:

"RESOLVED that the proposal of the board of directors that the certificate of incorporation of said INTEROCEAN OIL COMPANY be amended by striking out all of the paragraph or article thereof numbered "FOURTH" and by inserting in lieu thereof the following:

"FOURTH. The total authorized capital stock of this corporation is Two Million Five Hundred Thousand Dollars (\$2,500,000) divided into two million five hundred thousand (2,500,000) shares of the par value of One Dollar (\$1.00) each."

be and the same is hereby adopted and approved, and that said certificate of incorporation be and it hereby is amended accord-

ingly."

That at said stockholders' meeting the vote of said stockholders by ballot in person or by proxy, was duly taken for and against said proposed amendment; that said vote was conducted by the subscribers as Judges appointed as aforesaid for that purpose; that as said Judges we decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendment, and when said vote was completed we did count and ascertain the number of shares voted respectively for or against the proposed amendment and did find and declare that the persons or bodies corporate holding the majority of capital stock of said corporation had voted for said proposed amendment, to-wit: One Hundred Thousand (100,000) shares of capital stock were voted for said proposed amendment and no shares of capital stock were voted against the same, the said One Hundred Thousand (100,000) shares of capital stock being all of the capital stock issued and outstanding.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names hereto this

*1st* day of September, 1920

*[Signature]*  
*[Signature]*  
Judges.

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
INTEROCEAN OIL COMPANY

INTEROCEAN OIL COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10th, 1889, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on February 2nd, 1920, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on February 3rd, 1920, in Certificate of Incorporation Record E, Volume 11, pages 196 etc., DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said INTEROCEAN OIL COMPANY, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation for the purpose of increasing the capital stock of said corporation, as follows:

That the certificate of incorporation of said INTEROCEAN OIL COMPANY be amended by striking out all of the following paragraphs or articles thereof numbered as follows: and by inserting in lieu thereof respectively the following:

First: Strike out all of the article as recorded, and substitute in place thereof:

"First: The name of this corporation shall be Pacific and Gulf Oil Company, Incorporated."

Third: Strike out all of the article as recorded, and substitute in place thereof:

"Third: The nature of the business of the Corporation and the objects or purposes proposed to be transacted, promoted, or carried on by it are as follows:

(A) To establish and maintain an oil company, with authority to contract for, lease or purchase the right to prospect for, develop and use,

coal, petroleum and other minerals; the right to erect buildings and own all necessary tanks, cars and pipes necessary for the operation of the business of the same; to store and transport oil, gas, brine and other mineral solutions and to make reasonable charges therefor; to buy, sell and furnish oil and gas for light, heat and other purposes. To lay down, construct, maintain and operate pipe lines, tubes, tanks, pump stations, connections, fixtures, storage houses and such machinery, apparatus, devices and arrangements as may be necessary to operate such pipes and pipe lines. To own, hold, use and occupy such lands, rights of way, easements, franchises, buildings and structures as may be necessary to the purposes of such corporation.

(B) To buy, sell, and generally deal in oil, gas and mineral leases; to bore, dig, mine, maintain, equip and operate wells, mines, and shafts for oil, gas and minerals, of whatsoever nature or character; to refine, reduce, buy and sell oil, gas and minerals, and to construct, maintain and operate plants for the treating and refining of oils, gas, and minerals.

(C) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every kind and description.

(D) To acquire, and pay for either in cash, stock or bonds of this corporation, or other medium, the good will, rights, assets and property, and to undertake assume, or guarantee the whole or any part of the obligations of any person, firm, association or corporation.

(E) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, and formulae, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this Corporation.

(F) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of Delaware, or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(G) To borrow money; to issue certificates of indebtedness, bonds or other obligations of the corporation, secured or unsecured, for money borrowed or in payment for property acquired or the revenues arising from operation of the same, or for any other lawful corporate purpose; and to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of its property, rights, privileges and franchises wherever situated and whether acquired or to be acquired.

(H) To purchase or otherwise acquire, hold, sell and issue again shares of the capital stock, bonds, or other securities of the corporation, or to retire the same, subject, however, to all provisions of law; and provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(I) To exercise its corporate powers and conduct its business or any part thereof, to maintain offices and agencies and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, use, pledge, mortgage, sell, convey or otherwise dispose of real and personal property of every kind and description in any of the States, Districts, Colonies, dependencies and possessions of the United States of America, and in any and all foreign countries and places; subject always to the laws thereof, and to the laws of the State of Delaware;



(J) In general, but in connection with the foregoing, to do any and all things and to have and exercise any and all powers which may now or hereafter be lawful for the corporation to do, have or exercise, under the laws of the State of Delaware which may be now or hereafter applicable to this corporation, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to restrict or limit in any manner the general powers of the corporation.

FOURTH: Strike out all of the article as recorded, and substitute in place thereof:

"Fourth: The total authorized capital stock of this Corporation is six million dollars, (\$6,000,000.00) divided into six million shares of the par value of One Dollar (\$1.00) each."

SECOND: That thereafter, pursuant to the aforesaid resolution of its Board of Directors, a special meeting of the stockholders of said INTEROCEAN OIL COMPANY was duly called and held, in accordance with law and the by-laws of said corporation, at the office of the Company in the City of Wichita Falls, Texas, on the 28th day of December 1921, at two o'clock in the afternoon, at which all of the stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot, in person or by proxy, was taken for and against said proposed amendment, which vote was conducted by Messrs. E. D. Davenport and J. M. Davenport, two Judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendments were adopted, the persons or bodies corporate holding the majority of capital stock of said corporation voting for said proposed amendments, to-wit: Two Million (2,000,000) shares of capital stock were voted for said proposed amendments and no shares of capital stock were voted against the same, the said Two Million (2,000,000) shares of capital stock being all of the capital stock issued and outstanding, all as appears by the duplicate certificates made by said Judges, one of which is hereto attached, marked "A" and made a part hereof.

IN WITNESS WHEREOF, said INTEROCEAN OIL COMPANY has caused  
its corporate seal to be hereunto affixed and this certificate to  
be signed by Ed. D. Davenport, its President, and J. M. Davenport,  
its Secretary, this 28th day of December, 1921.



INTEROCEAN OIL COMPANY

BY

*Ed. D. Davenport*

President

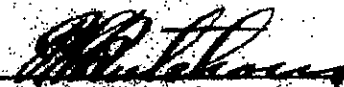
*J. M. Davenport*

Secretary

STATE OF NEW YORK  
COUNTY OF NEW YORK } SS

BE IT REMEMBERED that on this 30th day of June, A. D. 1923, personally came before me, a notary public in and for the County and State aforesaid, Ed. D. Davenport, President of INTEROCEAN OIL COMPANY, a Corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Ed. D. Davenport, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said Corporation; that the signatures of the said President and of the Secretary of said Corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



NOTARY PUBLIC, KINGS COUNTY No. 281  
NOTARY PUBLIC, NEW YORK COUNTY No. 294  
RECEIVED FOR THE NOTARY PUBLIC  
NEW YORK COUNTY No. 4608  
BY COMMISSION EXPIRES MARCH 30, 1924

INTEROCEAN OIL COMPANY

Judges' Certificate

To J. N. Davenport,  
Secretary of InterOcean Oil Company.

WE, THE UNDERSIGNED, Ed. D. Davenport and J. N. Davenport,  
DO HEREBY CERTIFY that at a special meeting of the stockholders of said  
INTEROCEAN OIL COMPANY held on the 28th day of December, A. D. 1921, at  
2 o'clock in the afternoon, to consider the resolution duly adopted by  
the Board of Directors of said Company at a meeting of said Board, duly held  
and convened, proposing and declaring advisable amendments to the  
Certificate of Incorporation of said Company for the purpose of changing  
the name, and increasing the capital stock of said corporation, and revising  
its corporate purposes as herein set forth, we were appointed by said  
meeting of stockholders Judges for the purpose of conducting the vote of the  
stockholders taken at said meeting for and against the said amendments;  
that said proposed amendments were as follows:

RESOLVED, "That the proposal of the Board of Directors that the  
certificate of incorporation of said INTEROCEAN OIL COMPANY be amended by  
striking out all of the following paragraphs or articles thereof numbered  
as follows, and by inserting in lieu thereof, respectively, the following:

"First: Strike out all of the article as recorded, and substitute  
in place thereof:

"First: The name of this corporation shall be Pacific and Gulf  
Oil Company, Incorporated".

Third: Strike out all of the article as recorded, and substitute  
in place thereof:

"Third": The nature of the business of the Corporation and the  
objects or purposes proposed to be transacted, promoted, or  
carried on by it are as follows:

(A) To establish and maintain an oil company, with authority to  
contract for, lease or purchase the right to prospect for, develop and use,  
coal, petroleum, and other minerals; the right to erect buildings and own  
all necessary tanks, cars and pipes necessary for the operation of the  
business of the same; to store and transport oil, gas, brine and other  
mineral solutions and to make reasonable charges therefor; to buy, sell and  
furnish oil and gas for light, heat and other purposes: To lay down, con-  
struct, maintain and operate pipe lines, tubes, tanks, pump stations, connec-  
tions, fixtures, storage houses and such machinery, apparatus, devices and  
arrangements as may be necessary to operate such pipes and pipe lines:  
To own, hold, use and occupy such lands, rights of way, easements, franchises,  
buildings and structures as may be necessary to the purposes of such corporation.

(B) To buy, sell, and generally deal in oil, gas and mineral leases, to bore, dig, mine, maintain, equip and operate wells, mines and shafts for oil, gas and minerals, of whatsoever nature or character; to refine, reduce, buy and sell oil, gas and minerals, and to construct, maintain and operate plants for the treating and refining of oils, gas and minerals.

(C) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every kind and description.

(D) To acquire, and pay for either in cash, stock or bonds of this corporation, or other medium, the good will, rights, assets and property, and to undertake, assume, or guarantee the whole or any part of the obligations of any person, firm, association or corporation.

(E) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, and formulae, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this Corporation.

(F) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of Delaware, or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(G) To borrow money; to issue certificates of indebtedness, bonds, or other obligations of the corporation, secured or unsecured, for money borrowed or in payment for property acquired or the revenues arising from operation of the same, or for any other lawful corporate purpose; and to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of its property, rights, privileges and franchises wheresoever situated and whether acquired or to be acquired.

(H) To purchase or otherwise acquire, hold, sell and issue again shares of the capital stock, bonds, or other securities of the corporation, or to retire the same, subject, however, to all provisions of law; and provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(I) To exercise its corporate powers and conduct its business or any part thereof, to maintain offices and agencies and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, use, pledge, mortgage, sell, convey or otherwise dispose of real and personal property of every kind and description in any of the States, Districts, Colonies, dependencies and possessions of the United States of America, and in any and all foreign countries and places, subject always to the laws thereof, and to the laws of the State of Delaware.

(J) In general, but in connection with the foregoing, to do any and all things and to have and exercise any and all powers which may now or hereafter be lawful for the corporation to do, have or exercise, under the laws of the State of Delaware which may be now or hereafter applicable to this corporation, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to restrict or limit in any manner the general powers of the corporation.

Fourth Article and all of the articles as recited, and substituted in place thereof:

"Fourth: The total authorized capital stock of this corporation is six million dollars, (\$6,000,000.00) divided into six million shares of the par value of One Dollar (\$1.00) each."

be and the same is hereby adopted and approved, and that said Certificate of Incorporation be and it hereby is amended accordingly."

That at said stockholders' meeting the vote of said stockholders by ballot in person or by proxy, was duly taken for and against said proposed amendments; that said vote was conducted by the subscribers as Judges appointed as aforesaid for that purpose; that as said Judges we have decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendments, and when said vote was completed we did count and ascertain the number of shares voted respectively for or against the proposed amendments and did find and declare that the persons or bodies corporate holding the majority of capital stock of said corporation had voted for said proposed amendments, to wit:

Two Million (2,000,000) shares of capital stock were voted for said proposed amendments and no shares of capital stock were voted against the same, the said two million shares of capital stock being all of the capital stock issued and outstanding.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names hereto this 30th day of June, 1922.

Ed. A. Devaney

J. H. Danenfort

Judges.

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF

~~PACIFIC GULF OIL COMPANY INCORPORATED~~

*sub*  
*Incorporated*  
PACIFIC GULF OIL COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled, "An Act Providing a General Corporation Law", approved March 10th, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which (under the original title of "Interocean Oil Company") was filed in the office of the Secretary of State of Delaware on February 2nd, 1920, and recorded in the office of the Secretary of State of Delaware on February 2nd, 1920, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on February 3rd, 1920, in Certificate of Incorporation Record R, Volume 11, pages 196 etc., DOES HEREBY CERTIFY:

*Incorporated*  
FIRST: That at a meeting of the Board of Directors of said PACIFIC GULF OIL COMPANY, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation for the purpose of changing the form of capitalization of said corporation, as follows:

*Incorporated*  
That the certificate of incorporation of said PACIFIC GULF OIL COMPANY, (originally chartered as the INTEROCEAN OIL COMPANY), be amended by striking out or altering the following paragraphs or articles thereof numbered as follows: and by inserting in lieu thereof, or in addition thereto, respectively

the following:

- Fourth: Strike out all of the article as heretofore amended, and substitute in place thereof:
- "Fourth: The total authorized capital stock of this Corporation is Six hundred thousand (600000) shares, without nominal or par value."
- Ninth: In addition to the powers enumerated in the Certificate of Incorporation already approved by the State of Delaware, the following specific authority is conferred upon the Board of Directors, subject to the approval by the State of Delaware of the changed form of capitalization as provided for in the above modification of Article IV:

"To extend notice to all holders of the outstanding stock of the Corporation of par value of one dollar per share, of the change in form of Company's capitalization, and to give each holder of the present outstanding stock of one dollar per share par value, the option of exchanging such stock for the new stock of no nominal or par value, in the proportions of ten shares of old stock for one share of the new no-par stock; and the Directors shall reserve and set aside from the total authorized capitalization sufficient of the newly authorized no-par stock for full retirement of the company's stock already issued and outstanding."

SECOND: That thereafter, pursuant to the aforesaid resolution of its Board of Directors, a special meeting of the stockholders of said PACIFIC GULF OIL COMPANY, *Inc.* was duly called and held, in accordance with law and the by-laws of said corporation, at the office of the Company in the City of New York, on the 9th day of August, 1922, at ten-thirty o'clock in the forenoon, at which all of the stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot, in person or by proxy, was taken for and against said proposed amendment, which vote was conducted by Messrs. J. Ben Ross and E. D. Davenport, two Judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as



aforesaid, said amendments were adopted, the persons or bodies corporate holding the majority of capital stock of said corporation, issued and outstanding, voting for said proposed amendments, to wit: Two million five hundred Thousand (2,500,000) shares of capital stock were voted for said proposed amendments and no shares of capital stock were voted against the same, the said Two million five hundred Thousand (2,500,000) shares of capital stock being all of the capital stock issued and outstanding, all as appears by the duplicate certificates made by said Judges, one of which is hereto attached, marked "A" and made a part hereof.

IN WITNESS WHEREOF, said PACIFIC GULF OIL COMPANY, *Incorporated* has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. F. Emerich, its President, and E. D. Davenport, its Secretary, this 9th day of August, 1922.

PACIFIC GULF OIL COMPANY, *Incorporated*  
by *J. F. Emerich* President

by *E. D. Davenport* Secretary.

STATE OF NEW YORK

COUNTY AND CITY OF NEW YORK } SS

BE IT REMEMBERED that on this 9th day of August, A. D. 1922, personally came before me, a notary public in and for the County and State aforesaid, J. F. Emerich, President of Pacific Gulf Oil Company, <sup>Incorporated</sup> a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. F. Emerich, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said Corporation: that the signatures of the said President and of the Secretary of said Corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors and Stockholders of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

  
Notary Public.

Notary Public, Westchester Co., N. Y.  
Certificate filed in N. Y. Co. No. 174  
N. Y. Co. Registrar's No. 4118  
Expires March 20th, 1924

PACIFIC GULF OIL COMPANY, Incorporated

Judges' Certificate

To Ed. D. Davenport,  
Secretary of Pacific Gulf Oil Company, Incorporated

WE, THE UNDERSIGNED, J. Ben Ross and E. D. Davenport,  
DO HEREBY CERTIFY that at a special meeting of the stockholders of said PACIFIC GULF OIL COMPANY, Incorporated, held on the 9th day of August, A. D., 1922, at 10:30 o'clock in the forenoon, to consider the resolution duly adopted by the Board of Directors of said Company at a meeting of said Board, duly held and convened, proposing and declaring advisable amendments to the Certificate of Incorporation of said Company for the purpose of changing the form of the Company's capitalization from Six million (6,000,000) shares of a par value of one dollar (\$1.00) per share, to six hundred thousand (600,000) shares, without nominal or par value, and providing for the retirement of the present issued and outstanding stock, by exchanging therefor the newly authorized stock without nominal or par value, for such stock at present outstanding, on the basis of giving one share of new stock, with no-par value for every ten shares of surrendered stock of one dollar (\$1.00) par value, as herein set forth, we were appointed by said meeting of stockholders Judges for the purpose of conducting the vote of the stockholders taken at said meeting for and against the said amendments; that said proposed amendments were as follows:

"RESOLVED, That the certificate of incorporation of said PACIFIC GULF OIL COMPANY, INCORPORATED, be amended by striking out the following paragraph or article, and inserting in lieu thereof the following:

FOURTH: Strike out all of the article as heretofore

amended and substitute in place thereof.

"Fourth: The total authorized capital stock of this Corporation is Six hundred thousand (600000) shares, without nominal or par value."

"FIFTH: In addition to the powers enumerated in the Certificate of Incorporation already approved by the State of Delaware, the following specific authority is conferred upon the Board of Directors, subject to the approval by the State of Delaware of the changed form of capitalization as provided for in the above modification of Article IV."

"To extend notice to all holders of the outstanding stock of the Corporation of par value of One dollar per share of the change in form of Company's capitalization, and to give each holder of the present outstanding stock of one dollar per share par value the option of exchanging such stock for the new stock of no nominal or par value, in the proportions of ten shares of old stock for one share of the new no-par stock; and the Directors shall reserve and set aside from the total authorized capitalization sufficient of the newly authorized no-par stock for full retirement of the Company's stock already issued and outstanding."

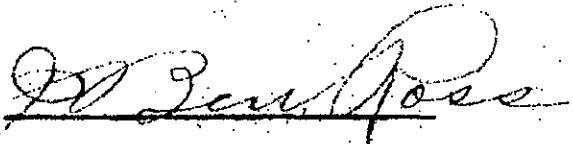
"That the same be and are hereby adopted and approved, and that the Certificate of Incorporation be and it hereby is amended accordingly."

That at said stockholder's meeting the vote of said stockholders by ballot in person or by proxy, was duly taken for and against said proposed amendments; that said vote was conducted by the subscribers as Judges appointed as aforesaid for that purpose; that as said Judges we have decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendments, and when said vote

was completed we did count and ascertain the number of shares voted respectively for or against the proposed amendments and did find and declare that the persons or bodies corporate holding the majority of capital stock of said corporation issued and outstanding had voted for said proposed amendments, to wit:

Two million five hundred Thousand (2,500,000) shares of capital stock were voted for said proposed amendments and no shares of capital stock were voted against the same, the said Two million five hundred Thousand (2,500,000) shares of capital stock being all of the capital stock issued and outstanding.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names hereto this 9th day of August, 1922.

  
W. D. Ross

  
E. A. Stewart

Judge